

SEP 21 2020

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**ARTICLES OF INCORPORATION  
OF  
OPEN EARTH FOUNDATION**

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The undersigned Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the California Nonprofit Public Benefit Corporation Law, as amended (the "Law"), hereby executes the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is Open Earth Foundation.

**ARTICLE II**

**PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This Corporation shall be organized and operated exclusively to perform, encourage, and support such charitable, scientific, educational, and other exempt programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). In furtherance of such purposes, the Corporation's specific purposes shall include, but not be limited to, researching, developing, implementing, and managing projects and activities designed to advance humanity's capacity to better safeguard and enhance the resilience of the Earth system.

**ARTICLE III**

**POWERS**

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance

of the purposes for which it is organized, the Corporation shall possess all of the general rights, privileges, and powers conferred by the Law.

#### ARTICLE IV

##### **PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

#### ARTICLE V

##### **REGISTERED AGENT AND REGISTERED OFFICE**

Section 1. The name and address of the initial agent for service of process are Martin Enrique Wainstein and 24 Lighthouse St. Apt A, Marina del Rey, CA 90292.

Section 2. The initial street address of the Corporation is 24 Lighthouse St. Apt A, Marina del Rey, CA 90292.

#### ARTICLE VI

##### **MEMBERS**

The Corporation shall not have members as that term is defined in the Law. The Corporation may, upon resolution of the Board of Directors, designate as "members" certain individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designations shall carry no legal significance under the Law and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings.

#### ARTICLE VII

##### **ELECTION, APPOINTMENT, OR DESIGNATION OF DIRECTORS**

The directors of the Corporation, other than the members of the initial Board of Directors who will be elected by the Incorporator, shall be elected, appointed, or designated in the manner and for terms as specified in or fixed in accordance with the Bylaws of the Corporation.

## ARTICLE VIII

### NO PRIVATE INUREMENT

None of the Corporation's net earnings shall inure to the benefit of any private individual.

## ARTICLE IX

### REGULATION OF CORPORATE AFFAIRS

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, at any time the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 4. The Corporation shall not participate in or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 6. The power to make, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

Section 7. To the fullest extent permitted under California law, no director of the Corporation shall be liable for any of its obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of California or elsewhere.

Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

## ARTICLE X

### DISSOLUTION OF CORPORATION

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for exempt purposes similar to those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

IN WITNESS WHEREOF, the undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of California for filing, and the Incorporator verifies and affirms, subject to penalties of perjury, that the representations contained herein are true.




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Martin Enrique Wainstein, Incorporator